

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: December 19, 2011, at 4:00 p.m. Hearing Date: TBD only if necessary

**FEE DETAIL FOR KIRKLAND & ELLIS LLP'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

EXHIBIT A

Matter 16 - Asset Analysis and Recovery - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/4/2011	Lisa G Esayan	.40	Correspond with R. Finke and R. Horkovich re payments from certain insolvent insurers.
10/18/2011	Lisa G Esayan	.70	Confer and correspond with R. Finke, J. Posner and R. Horkovich re certain insurance recovery issues.
	Total:	1.10	

Matter 19 - Claims Analysis Objection and Resolution (Non-Asbestos) - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/3/2011	Lisa G Esayan	.40	Correspond with various parties re Intrawest lift stay motion.
10/4/2011	Jeffrey Gettleman	.30	Correspond with Missouri Department of Revenue re twenty-fifth omnibus objection to claims (.1); confer with B. Weiland re same (.1); review Missouri Department of Revenue website re same (.1).
10/4/2011	Adam C Paul	.40	Correspond with J. Baer and L. Esayan re Intrawest.
10/4/2011	Lisa G Esayan	1.60	Investigate Intrawest lift-stay issues.
10/5/2011	Lisa G Esayan	1.50	Analyze issues re Intrawest claim (1.0); correspond with various parties re same (.5).
10/11/2011	Lisa G Esayan	.50	Analyze Intrawest lift-stay issues.
10/14/2011	Lisa G Esayan	1.90	Confer with J. Hughes re discussions with Intrawest's counsel re lift-stay motion (.4); work on draft response to same (1.5).
10/17/2011	Lisa G Esayan	2.00	Review facts and law Intrawest lift-stay issues (1.6); update J. Donley re same (.4).
10/18/2011	Lisa G Esayan	.80	Confer with J. Hughes re issues re Intrawest lift-stay motion (.5); review correspondence re same (.3).
10/19/2011	John Donley	.60	Confer with L. Esayan re lift-stay motion issues and next steps (.3); review Intrawest stay motion and related documents (.3).
10/19/2011	Lisa G Esayan	.50	Analyze Intrawest issues (.2); confer with J. Donley re issues re Intrawest lift-stay motion (.3).
10/21/2011	John Donley	.40	Review Intrawest pleadings and documents (.2); confer with J. Hughes re options and next steps (.2).
10/31/2011	Adam C Paul	.50	Confer with J. Donley re options in response to Intrawest motion (.1); analyze Intrawest motion (.4).
10/31/2011	John Donley	.60	Analyze options relating to Intrawest stay motion (.2); confer with A. Paul re same (.1); confer with L. Esayan re same and response brief (.3).
10/31/2011	Lisa G Esayan	2.50	Confer with J. Donley re Intrawest issues (.3); analyze options (.2); review recent rulings re lift-stay motions (1.7); correspond with J. Hughes and R. Finke re Intrawest's motion (.3).
	Total:	14.50	

Matter 20 - Case Administration - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/3/2011	Andrew Brniak	.20	Review and compile recently filed pleadings and correspond with working group re same.
10/4/2011	Andrew Brniak	.30	Review and compile recently filed pleadings and correspond with working group re same.
10/7/2011	Andrew Brniak	.20	Review and compile recently filed pleadings and correspond with working group re same.
10/10/2011	Andrew Brniak	.50	Review and compile recently filed pleadings and correspond with working group re same.
10/13/2011	Andrew Brniak	.40	Review and compile recently filed pleadings and correspond with working group re same.
10/19/2011	Andrew Brniak	.60	Review and compile recently filed pleadings and correspond with working group re same.
10/21/2011	Andrew Brniak	.20	Review and compile recently filed pleadings and correspond with working group re same.
10/25/2011	Andrew Brniak	.30	Review and compile recently filed pleadings and correspond with working group re same.
10/26/2011	Andrew Brniak	.10	Review and compile recently filed pleadings and correspond with working group re same.
10/28/2011	Andrew Brniak	.30	Review and compile recently filed pleadings and correspond with working group re same.
	Total:	3.10	

Matter 32 - Fee Applications, Applicant - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/5/2011	Adam C Paul	1.00	Analyze and revise fee application.
10/5/2011	Maureen McCarthy	1.70	Begin draft of August fee application.
10/10/2011	Maureen McCarthy	1.20	Review and finalize August fee application for filing and service.
10/28/2011	Adam C Paul	1.20	Analyze and revise fee application.
	Total:	5.10	

Matter 35 - Fee Applications Others - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/10/2011	Adam C Paul	.20	Correspond with J. Baer re OCPs.
10/11/2011	Adam C Paul	1.30	Analyze and revise OCP motion (.9); correspond with J. Baer re same (.4).
10/19/2011	Adam C Paul	.30	Correspond with M. Shelnitz and R. Finke re PwC fee application.
10/20/2011	Adam C Paul	.30	Confer with J. Gettleman re PwC application (.2); confer with R. Finke re same (.1).
10/21/2011	Andrew Brniak	.20	Prepare and compile Blackstone retention precedent (.1); correspond with J. Gettleman re same (.1).
10/21/2011	Jeffrey Gettleman	.60	Correspond with A. Paul re PWC invoice (.1); review background correspondence re same (.1); telephone conference with A. Brniak re precedential employment applications re same (.1); analyze precedential applications re same (.2); correspond with A. Paul re precedential fee applications re PWC question (.1).
10/21/2011	Adam C Paul	.10	Correspond with J. Gettleman re PwC application.
10/24/2011	Andrew Brniak	1.60	Prepare and assemble Delaware precedent re employment retention applications of financial advisors and/or investment bankers (.8); correspond with J. Gettleman re findings of same (.2); retrieve and compile PwC retention pleadings (.2); correspond with A. Paul re same (.1); review and compile recently filed pleadings and correspond with working group re same (.3).
10/24/2011	Jeffrey Gettleman	1.50	Correspond with A. Brniak re precedential retention application re PWC billing issue (.1); review precedential retention application re same (.2); confer with A. Brniak re same (.1); review and analyze precedential retention application re timekeeping in other than tenths of hours (.5); correspond with A. Paul and A. Brniak re precedential Delaware fee applications of auditors (.1); correspond with A. Paul re Local Rule 2016-2(g) re waiver of informational requirements re time entries (.3); review and analyze order re same (.1); correspond with A. Paul re same (.1).
10/24/2011	Adam C Paul	.90	Analyze precedent for PwC motion (.7); confer with R. Finke re same (.2).
10/25/2011	Adam C Paul	1.60	Correspond with Pachulski re PwC (.2); analyze PwC precedent (1.0); confer with C. Hehn re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/2011	Adam C Paul	1.40	Confer with UST re PwC (.5); prepare for same (.9).
10/30/2011	Adam C Paul	1.00	Review correspondence from US Trustee re PwC fees (.2); analyze previous PwC fee applications (.8).
	Total:	11.00	

Matter 37 - Plan and Disclosure Statement - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/2/2011	Adam C Paul	.60	Confer with J. Donley re Libby and Montana (.4); correspond with J. Donley re same (.2).
10/2/2011	John Donley	.90	Review Montana pleading and analyze settlement issues related thereto (.3); draft correspondence to client re settlement issues (.2); confer with A. Paul re Libby issues (.4).
10/3/2011	Adam C Paul	2.80	Analyze Montana and Libby issues (.6); confer with J. Donley re same (.1); confer with M. Shelnitz re same (.4); correspond with J. Donley re Montana (.3); confer with J. Baer re Libby (.3); analyze recently filed pleadings and Libby 2019 (1.1).
10/3/2011	John Donley	.90	Confer with M. Shelnitz, R. Finke and A. Paul re Libby and Montana issues and settlement discussions (.4); prepare for same (.2); confer and correspond with A. Paul re same (.3).
10/4/2011	Kimberly K Love	1.90	Review files for information re Coalgra or Gracecoal as requested by J. Baer.
10/4/2011	Jeffrey Gettleman	.30	Review and analyze Garlock request for status hearing on motions re 2019 statements re asbestos exposures (.2); correspond with B. Weiland re same (.1).
10/4/2011	Adam C Paul	2.80	Correspond with J. Donley re update call (.4); confer with ACC/FCR re Libby and Montana (.8); analyze Garlock motion (.9); correspond with P. Lockwood and J. Baer re same (.4); correspond with R. Higgins re subsidiary motion (.3).
10/4/2011	Brad Weiland	.30	Review and analyze Garlock filings (.2); correspondence re same (.1).
10/5/2011	Adam C Paul	1.40	Analyze and revise environmental motion (1.2); correspond with J. Baer re same (.2).
10/5/2011	John Donley	.30	Review various recent pleadings and filings.
10/6/2011	John Donley	.20	Analyze Libby claims.
10/6/2011	Lisa G Esayian	1.00	Analyze issues re remaining unresolved objections.
10/7/2011	Adam C Paul	1.30	Review and revise October agenda (.3); correspond with J. Donley and J. O'Neill re Buckwalter (.3); analyze Garlock opinion (.7).
10/10/2011	Adam C Paul	1.10	Correspond with R. Finke re Garlock opinion (.2); analyze Garlock opinion (.9).
10/11/2011	Kimberly K Love	1.00	Review and identify information requested by A. Paul re appellate briefs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/11/2011	Adam C Paul	.40	Correspond with J. O'Neill re District Court (.2); correspond with J. Donley re same (.2).
10/11/2011	Lisa G Esayan	.40	Confer with various parties re CNA settlement issues.
10/12/2011	John Donley	.50	Confer with J. Aldock re settlement negotiations (.3); correspond with A. Paul re various current developments (.2).
10/12/2011	Lisa G Esayan	1.00	Confer with certain insurers' counsel re their questions re confirmation appeals status (.5); work on issues re remaining unresolved insurers (.5).
10/13/2011	Adam C Paul	1.20	Correspond with R. Higgins re merger motion (.4); analyze merger and sale motions (.8).
10/13/2011	Brad Weiland	.50	Review and analyze Garlock appeal re 2019 statements (.4); correspondence re same (.1).
10/13/2011	John Donley	.70	Review various recent pleadings and filings (.4); review correspondence from J. O'Neill re appeal issues (.1); correspond with A. Paul re various current issues and projects (.2).
10/14/2011	Adam C Paul	5.10	Analyze and revise merger motion (1.8); analyze and revise sale motion (2.1); confer with working group re merger and sale motions (.9); correspond with R. Higgins re merger motion (.3).
10/14/2011	John Donley	.50	Review draft of corporate motions (.2); review pleadings and filings (.1); correspond with A. Paul re current issues and strategy (.2).
10/16/2011	Adam C Paul	1.20	Analyze and revise sale motion (.9); correspond with R. Higgins re same (.3).
10/17/2011	Adam C Paul	2.10	Correspond with R. Higgins re sale and merger motions (.7); analyze and revise merger motion (1.1); correspond with J. Donley re update call and status (.3).
10/17/2011	John Donley	.90	Review current pleadings and filings (.2); review and analyze status of Garlock discovery ruling and appeal papers (.2); review final drafts of corporate motions to be filed and A. Paul correspondence re same (.3); review L. Esayan memo re Libby and BNSF appeals of CNA (.2).
10/18/2011	Adam C Paul	2.90	Correspond with R. Higgins re sale and merger motions (.3); correspond with J. Donley re status call and Libby (.3); analyze Libby claims and prepare for ACC/FCR call (1.1); confer with ACC/FCR re status and Libby claims (.8); confer with J. Donley re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/18/2011	John Donley	1.50	Review Bondex discovery pleading and K. Makowski correspondence re same (.1); review Libby materials and prepare for strategy call (.3); confer with A. Paul re Libby strategy and possible next steps (.3); confer with R. Wyron, A. Paul, J. Baer, P. Lockwood, R. Finke and J. Hughes re Libby strategy (.8).
10/19/2011	Adam C Paul	.30	Correspond with J. Donley re Libby and Montana.
10/19/2011	John Donley	.20	Correspond with R. Wyron re Libby issues.
10/20/2011	Adam C Paul	.30	Correspond with R. Higgins re merger and sale motions.
10/20/2011	James H M Sprayregen, P.C.	.40	Attention to strategy and tactics.
10/21/2011	Adam C Paul	.20	Correspond with R. Higgins re merger and sale motions.
10/24/2011	Adam C Paul	1.20	Analyze OCUC comments/questions re merger and sale motions (.8); analyze Garlock appeal (.2); correspond with R. Higgins re merger motion (.2).
10/25/2011	Andrew Brniak	.50	Research and review docket of recently filed notices and service lists re C. Kealy (.4); correspond with J. Gettleman re conclusions of same (.1).
10/25/2011	Adam C Paul	.90	Correspond with R. Higgins re merger motion (.3); correspond with R. Higgins re merger and sale motions (.6).
10/25/2011	John Donley	.30	Review various recent pleadings and filings, including Bondex appeal dismissal.
10/26/2011	Adam C Paul	2.40	Analyze issues raised by OCUC to merger motion (1.1); confer with R. Higgins re same (.4); confer with OCUC and R. Higgins re same (.7); correspond with UST re PwC (.2).
10/27/2011	Adam C Paul	4.30	Confer with M. Shelnitz re Libby (.6); prepare for same (1.0); confer with J. Donley re Libby status (.4); confer with R. Wyron re Montana (.3); analyze intercompany claims (1.2); confer with R. Higgins re same (.4); analyze Garlock issues on appeal (.4).
10/27/2011	John Donley	2.10	Analyze Libby issues and available options (.3); confer with A. Paul re same (.4); confer with R. Finke, M. Shelnitz and A. Paul re same (.6); correspond with Frankel re next steps (.1); review various recent filings and pleadings (.3); analyze issues re subsidiary motion (.3); confer with A. Paul re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/2011	Adam C Paul	2.40	Confer with J. Donley re Libby (.4); correspond with R. Wyron re Montana (.3); correspond with R. Higgins re merger motion (.2); analyze Montana demand (.4); correspond with R. Higgins re claims (.2); confer with M. Shelnitz re Libby (.9).
10/28/2011	John Donley	.30	Confer with A. Paul re Libby issues.
10/30/2011	Adam C Paul	1.10	Analyze Montana demand (.7); correspond with J. Donley re Libby and Montana (.4).
10/31/2011	Kimberly K Love	.50	Prepare and organize information requested by L. Esayian re upcoming omnibus hearings.
10/31/2011	Adam C Paul	.70	Correspond with J. Donley re Libby and Montana (.4); confer with J. Donley re same (.3).
10/31/2011	John Donley	4.10	Review recent opinions, pleadings and developments relevant to Grace case from other key 524(g) cases including GIT, Bondex and Quigley (.5); confer with L. Esayian re AMH issues (.2); correspond with J. Aldock re negotiation (.1); confer with mediator re Libby issues (.7); prepare for same (.2); confer with M. Shelnitz re negotiation and case strategy issues (.4); confer with A. Paul re Libby issues (.3); confer with R. Frankel re same (.3); analyze settlement strategy and options (.4); review research and case law re jurisdictional issues relating to potential settlements (1.0).
	Total:	57.90	

EXHIBIT B

Matter 42 - Travel - Non-working - Expenses

<u>Service Description</u>	<u>Amount</u>
Transportation to/from airport	\$244.93
Travel Meals	\$142.27
Total:	\$387.20

Matter 42 - Travel - Non-working - Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
9/23/2011	126.45	Metropolitan Limousine - Transportation to/from airport, Adam Paul, 09/23/11
9/23/2011	118.48	Metropolitan Limousine - Transportation to/from airport, Adam Paul, 09/23/11
9/23/2011	142.27	Adam Paul, Travel Meals, (Libby Conference) Denver, CO, Lunch for 6 people
Total:	387.20	

Matter 52 – Expenses – Expenses

<u>Service Description</u>	<u>Amount</u>
Third Party Telephone Charges	\$52.11
Standard Copies or Prints	\$234.30
Overnight Delivery	\$14.26
Computer Database Research	\$5,001.90
Total:	\$5,302.57

Matter 52 – Expenses – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
9/14/2011	3,600.86	West, Computer Database Research, Barakat, Rana, September 2011
9/14/2011	64.30	West, Computer Database Research, Dukov, Nia, September 2011
9/20/2011	109.70	West, Computer Database Research, Donley, John W., September 2011
9/26/2011	32.05	West, Computer Database Research, Esayian, Lisa G., September 2011
9/27/2011	14.26	UPS Dlvry to: Warren H. Smith & Associate, Dallas, TX from: Adam C. Paul
9/30/2011	10.28	Intercall - Third Party Telephone Charges, L. Esayian, 9/30/11
9/30/2011	41.83	Intercall - Third Party Telephone Charges, J. Donley, 9/30/11
9/30/2011	213.15	LexisNexis, Computer Database Research, CourtLink Usage for 09/2011, Joseph Cali
10/3/2011	5.40	Standard Copies or Prints
10/3/2011	29.60	Standard Prints
10/3/2011	.30	Standard Prints
10/3/2011	.70	Standard Prints
10/3/2011	2.60	Standard Prints
10/3/2011	.50	Standard Prints
10/3/2011	.10	Standard Prints
10/3/2011	3.80	Standard Prints
10/4/2011	1.20	Standard Copies or Prints
10/4/2011	7.30	Standard Prints
10/4/2011	.10	Standard Prints
10/4/2011	981.84	Pacer Service Center, Computer Database Research, 7/1/11 thru 9/30/11
10/5/2011	2.20	Standard Copies or Prints
10/5/2011	1.10	Standard Prints
10/5/2011	.30	Standard Prints
10/6/2011	.50	Standard Copies or Prints
10/6/2011	5.00	Standard Prints
10/6/2011	9.10	Standard Prints
10/10/2011	6.90	Standard Copies or Prints
10/10/2011	.50	Standard Prints
10/10/2011	1.00	Standard Prints
10/10/2011	.40	Standard Prints
10/10/2011	3.30	Standard Prints
10/12/2011	1.10	Standard Prints
10/12/2011	1.40	Standard Prints
10/12/2011	2.60	Standard Prints

<u>Date</u>	<u>Amount</u>	<u>Description</u>
10/12/2011	2.40	Standard Prints
10/14/2011	29.80	Standard Prints
10/17/2011	1.50	Standard Copies or Prints
10/17/2011	.10	Standard Prints
10/19/2011	5.00	Standard Copies or Prints
10/19/2011	.20	Standard Copies or Prints
10/19/2011	3.80	Standard Prints
10/20/2011	12.00	Standard Prints
10/21/2011	1.50	Standard Prints
10/21/2011	.30	Standard Prints
10/25/2011	39.30	Standard Prints
10/25/2011	.20	Standard Prints
10/25/2011	1.50	Standard Prints
10/26/2011	6.20	Standard Prints
10/26/2011	.10	Standard Prints
10/28/2011	5.00	Standard Copies or Prints
10/28/2011	3.40	Standard Prints
10/28/2011	21.10	Standard Prints
10/28/2011	.20	Standard Prints
10/28/2011	7.00	Standard Prints
10/28/2011	.10	Standard Prints
10/28/2011	.20	Standard Prints
10/28/2011	.40	Standard Prints
10/28/2011	6.00	Standard Prints
Total:	5,302.57	